

**TRAILER TRAIN
COMPANY**

300 SOUTH WACKER DRIVE • CHICAGO, ILLINOIS 60606
(312) 786-1200

March 14, 1978

Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. *8142-C* Filed & Recorded

MAR 24 1978 - 9 52 AM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

Will you please record, as provided in Section 20c of the Interstate Commerce Act, the enclosed Statement of New Numbers dated as of October 25, 1977, which relates to the Equipment Trust Agreement, Series 36, dated as of December 1, 1975, between Manufacturers Hanover Trust Company and Trailer Train Company. ~~Five (5)~~ *four* counter-part originals of these documents are enclosed with this letter of transmittal together with a check in the amount of \$10.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

1116.4(b) - The names and addresses of the parties to the transaction:

Trustee: Manufacturers Hanover Trust Company
40 Wall Street
New York, New York 10015

Company: Trailer Train Company
300 South Wacker Drive
Chicago, Illinois 60606

1116.4(c) - General description of the equipment:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Units</u>	<u>Marked*</u>	<u>Numbered</u>
89'4", all- purpose flatcars	FC	49	TTX	975436, 975510 975440, 975511 975464, 975513 975469, 975523 975470, 975529 975472, 975535 975474, 975542 975476, 975543 975477, 975550 975482, 975551 975484, 975553 975486, 975555 975488, 975557 975489, 975559

Mr. Robert L. Oswald
March 14, 1978
Page Two

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Units</u>	<u>Marked*</u>	<u>Numbered</u>
				975491, 975566
				975492, 975567
				975493, 975571
				975494, 975576
				975495, 975585
				975497, 975588
				975499, 975591
				975500, 975597
				975501, 975606
				975506, 975609
				975614

*All units have marked on each side thereof the following legend:

"Owned by a Bank or Trust Company under a Security Agreement Filed Under the Interstate Commerce Act, Section 20c."

1116.4(e) - Prior recordations relating to these documents being filed have been made on December 16, 1975, recordation number 8142 and February 13, 1978, recordation number 8142-A.

1116.4(f) - Four (4) counterpart originals of the Statement of New Numbers being recorded should be returned to the undersigned at the above address.

Very truly yours,



T. D. Marion
Manager, Equipment Financing

nh
Enclosures

RECORDATION NO. 8142-C Filed & Recorded

MAR 24 1978 9 52 AM

INDEPENDENT COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS

DATED AS OF FEBRUARY 20, 1978

EQUIPMENT TRUST AGREEMENT, SERIES 36

DATED AS OF DECEMBER 1, 1975

BY AND BETWEEN

MANUFACTURERS HANOVER TRUST COMPANY

AND

TRAILER TRAIN COMPANY

STATEMENT OF NEW NUMBERS, dated as of February 20, 1978, relating to certain railroad equipment (herein the "Trust Equipment") leased pursuant to an Equipment Trust Agreement dated as of December 1, 1975 (herein the "Trust Agreement"), by and between Manufacturers Hanover Trust Company, a New York corporation, as Trustee (herein the "Trustee") and Trailer Train Company, a Delaware corporation (herein the "Company").

WHEREAS the Trustee and the Company have entered into the Trust Agreement and certain Supplemental or Amendment Agreements, previously filed and recorded or shown in Schedule A attached hereto; and

WHEREAS Section 5.10 of the Trust Agreement provides that the Company shall not change, or permit to be changed, the identifying numbers of any of the units of the Trust Equipment except in accordance with a statement of new numbers to be substituted therefor which previously shall have been filed with the Trustee by the Company and which shall be filed and recorded by the Company with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act; and

WHEREAS the Company desires to cause to be removed the identifying numbers of certain units of the Trust Equipment and substitute new identifying numbers in their place;

NOW THEREFORE, THIS STATEMENT WITNESSETH:

The identifying numbers of the units of Trust Equipment set forth below are hereby changed as follows:

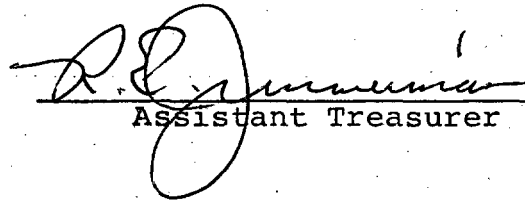
Old Number

New Number

256221	975436
256092	975440
256225	975464
256218	975469
256178	975470
256121	975472
256194	975474
256175	975476
256211	975477
256108	975482
256143	975484
256185	975486
256120	975488
256114	975489
256102	975491
256142	975492
256192	975493
256131	975494
256232	975495
256165	975497
256212	975499
256158	975500
256174	975501
256150	975506
256117	975510
256126	975511
256227	975513
256089	975523
256231	975529
256191	975535
256204	975542
256138	975543
256169	975550
256135	975551
256110	975553
256103	975555
256132	975557
256230	975559
256189	975566
256119	975567
256219	975571
256172	975576
256167	975585
256124	975588
256171	975591
256091	975597
256109	975606
256181	975609
256182	975614

IN WITNESS WHEREOF the Company, pursuant to due corporate authority, has caused these presents to be signed in its corporate name and its corporate seal to be hereunto affixed, duly attested, as of the day and year first above written.

TRAILER TRAIN COMPANY


Assistant Treasurer

ATTEST:

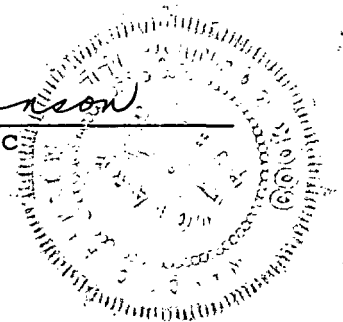

Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this *22nd* day of *February, 1978* before me personally appeared R. E. Zimmerman to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of Trailer Train Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Nancy C. Hanson

Notary Public



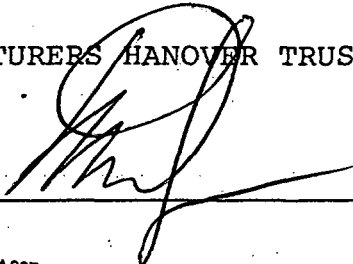
ACKNOWLEDGEMENT

MANUFACTURERS HANOVER TRUST COMPANY, Trustee, does hereby acknowledge that the foregoing Statement of New Numbers is duly filed in accordance with Section 5.10 of the Equipment Trust Agreement dated as of December 1, 1975, by and between Manufacturers Hanover Trust Company, Trustee, and Trailer Train Company.

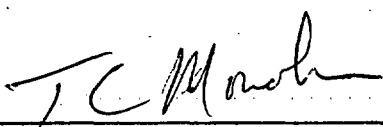
MANUFACTURERS HANOVER TRUST COMPANY

FEB 24 1978

Date


ASST. VICE PRESIDENT

ATTEST:


ASSISTANT SECRETARY

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On, this 24 day of February, 1978 before me personally
appeared W. B. DODGE to me personally known, who,
being by me duly sworn, says that he is ASST. VICE PRESIDENT
of Manufacturers Hanover Trust Company, that the seal affixed to
the foregoing instrument is the corporate seal of said corporation,
and that said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors and he acknowledged
that the execution of the foregoing instrument was the free act
and deed of said corporation.

Mary Leonardi
Notary Public

MARY LEONARDI
Notary Public, State of New York
No. 40-7495520
Qualified in Putnam County
Certificate filed in New York County
Commission Expires March 30, 1978

SCHEDULE A

Equipment Trust, Series 36

<u>Agreement</u>	<u>Date</u>	<u>Recordation No.</u>	<u>Date Recorded</u>
Equipment Trust Series 36	December 1, 1975	8142	December 16, 1975
Statement of New Numbers	October 25, 1977	8142-A	February 13, 1978